

By-Laws of North Georgia Modurail, Inc.

North Georgia Modurail, Inc.

(as amended March 22, 2014)

1 Purpose

North Georgia Modurail, Inc., (NGM) is organized for the following purposes:

1. To furnish a forum where modular model railroaders can meet, discuss, learn about, and exchange ideas on modular model railroading.
2. To organize, sponsor, conduct, and participate in displays, conventions, shows, and other functions relating to the hobby of modular railroading.
3. To advance and promote the hobby of model railroading in general, and HO-scale modular model railroading in particular.

2 Membership

2.1 New Members

New members are admitted only by application and approval of the Board of Directors (BOD) and upon payment of the full dues in accordance with Section 5 of these By-laws.

2.2 Class of Membership

Class of membership is defined as follows:

Full: A person who has paid the required dues and whose membership application has been approved by the BOD.

Associate: A person who is related to a Full member, but is not required to pay dues to participate in NGM functions. Such member may elect to become a Full member at any time upon payment of the appropriate dues for such Full membership.

Honorary: A person selected for special consideration by the BOD because of unusual and/or special service rendered to NGM for a period of one year.

3 Officers and Directors

President: The President shall have the following responsibilities:

- act as principal executive of the organization,
- preside at business meetings and at the BOD meetings,
- coordinate with the BOD all standing and official committees,
- become an ex-officio member of any such committees,
- dissolve or replace any non-standing committee,
- seek the advice and counsel of the BOD and any other interested members in the performance of his office,
- be a co-signer for all NGM bank accounts,
- be responsible for filing the State Corporation Annual Report,
- appoint members to serve on a committee that shall examine the books and records of NGM on an annual basis in order to facilitate the Treasurer's report to the membership at the Annual Meeting.

Secretary: The Secretary shall have the following responsibilities:

- keep the records of the membership,
- record and distribute the attendance and transactions of meetings,
- preserve the permanent files of the organization,
- carry out other functions as may, from time to time, be ordered by the President or the BOD,
- be responsible for all club correspondence with other clubs or individuals.

Treasurer: The Treasurer shall have the following responsibilities:

- collect and ensure proper disbursement of all monies belonging to NGM,
- supervise and maintain financial records of bank accounts in the name of NGM,
- publish a financial record, reporting at business meetings the status of the organization, including corporate net worth,
- be responsible for the preparation and submittal of all annual Federal and State tax returns, as required, in the name of NGM. The Treasurer may use the services of a qualified tax preparer outside of the organization in accomplishing this task.
- prepare and submit to the BOD for approval, an accounting of the organization's current cash balance, anticipated dues, and other revenues and projected expenditures for recurring expenses and major projects for the coming year,
- pay all pre-authorized debts as they accrue without further approval of the BOD,
- pay all bills for material and/or services associated with BOD approved major projects up to the budget amount approved without further approval from the BOD,
- be specifically prohibited from making any payment in excess of fifty dollars (\$50.00) to any person, company, or organization for any purchase or services ordered by any member, or others, without prior approval of said expenditure by the BOD,
- maintain a current inventory of all physical property of NGM.

Directors (4): Four regular members shall be elected as Directors. These four Directors, plus the Officers, shall make up the BOD. The BOD shall meet upon summons of the President and shall consider any and all business relating to NGM. The President shall report to the membership at the next regular meeting regarding the results of these deliberations, giving recommendations for membership action as required.

The BOD shall have the authority to expend up to one hundred fifty dollars (\$150.00); all expenditures greater than one hundred fifty dollars

(\$150.00) must be approved by the membership at a regular meeting. Any member may attend the BOD meetings.

4 Election of Officers and Directors

4.1 Terms of Office

Officers and Directors shall be elected at the Annual Meeting. Terms of office are as follows:

President: 2 year term

Treasurer: 2 year term

Secretary: 2 year term

Director (4): 2 year term

Half of the Directors shall be elected each year, with two Directors having a term of one year during the first year of operation. The Treasurer shall be elected for one year for the first year of operation, with subsequent terms being two years. No Officer or Director shall be elected to the same office for more than two successive terms.

4.2 Replacement

In case of resignation, incapacity, or death of any Officer or Director, the BOD shall immediately appoint a replacement to serve until the end of the term of the vacated position.

4.3 Nomination

A slate of candidates shall be drawn from the general membership by a nominating committee and presented at the Annual Meeting. Nominations from the floor will be solicited. Non-present nominees must have given prior approval for nomination. If only one candidate is offered, the office may be declared filled following an approval motion to close the nominations. The President and Directors shall select non-office-holding members to serve on the nominating committee.

4.4 Election

A majority vote of the membership present or by proxy at the Annual Meeting shall elect Officers and Directors.

5 Dues, Rights, and Responsibilities of Members

5.1 Dues

The dues for the various classes of membership are:

- Full:**
1. One year membership: \$48.00 (forty eight dollars)
 2. Three year membership: \$125.00 (one hundred twenty five dollars)
 3. Five year membership: \$200.00 (two hundred dollars)
 4. Lifetime membership: \$1,000.00 (one thousand dollars)

Associate: None

Honorary: None

The BOD may, at its discretion, accept additional monthly pro-rated dues payments from new member applicants provided that at least one full year membership is also paid.

5.2 Payment

A member in good standing is defined as one who has paid the dues for the membership class in full, and who has paid said yearly dues in advance through the membership year in which said yearly dues are due and payable. The membership year shall run from March 1st through the last day of February of the following year.

5.3 Dues Notification

A Full member who is more than one (1) month delinquent in dues shall be notified by the Treasurer to make payment. If there is no response within thirty (30) days of the mailing of said notice to the postal or email address

last submitted by the member, such member shall be automatically dropped from the membership without further notice. At the Treasurer's discretion, email notification shall be considered sufficient.

5.4 Rights and Responsibilities

The rights and responsibilities of membership shall be as follows:

Full: Full members shall have all rights and privileges available to any member, including, but not limited to, the right to vote on all matters before the membership and eligibility for election as an Officer or Director.

Associate: Associate members shall have all rights and privileges of Full members, except the rights to vote and to be elected as an Officer or Director. Associate members will not receive official postal mailed correspondence from NGM.

Honorary: Honorary members shall have the same rights and privileges as Full members, except the right to be elected as an Officer or a Director.

6 Meetings

6.1 Annual Meeting

One annual business meeting shall be held for the purpose of electing Officers and Directors, and for the presentation of business deemed necessary by the BOD.

6.2 Special Meetings

Special meetings of the general membership may be called by the President with BOD approval.

6.3 Quorum

A quorum for conduct of business at a regular monthly or Annual Meeting shall be the Full members in good standing actually present. Full members not present may vote by proxy, which shall be sent to all members prior to any regular or Annual Meeting.

6.4 Meeting Procedures

Any business properly presented before any regular or special meeting may be conducted. Robert's Rules of Order will govern the conduct of the meeting not expressly covered in these By-Laws. The President shall have the authority to decide on all questions of procedure.

6.5 BOD Meetings

6.5.1 Called BOD Meetings

BOD meetings shall be called by the President with concurrence by the BOD.

6.5.2 Purpose of BOD Meetings

The BOD shall meet as needed, but at least annually, at a time and place designated by the President. The purpose of these meetings shall be:

1. to develop organizational policies, budgets and recommended expenditures, contracts, leases, insurance coverage, and other matters for vote by the general membership, and
2. to provide direction and guidance to NGM in accordance with the Articles of Incorporation and the Georgia Business Code for non-profit corporations.

6.5.3 BOD Quorum

A quorum of the BOD shall consist of a simple majority of Officers and/or Directors present. No business shall be conducted by the BOD without a quorum present.

7 Club Events

7.1 Meeting Times and Places

Times and places for club events will be determined by the BOD.

7.2 Club Events

The President shall appoint a standing committee to investigate, negotiate, and package all proposed events for presentation to the BOD for approval. This committee shall ensure compliance for any contractual obligations.

8 Track, Equipment, and Modular Standards

8.1 Club Owned Property

Use and modification of club modules and equipment shall be governed by the BOD.

8.2 Standards and Events

Current module standards and guidelines shall prevail at all NGM sponsored events.

8.3 Standards Committee

There shall be a standing committee responsible for module standards and operational practices. This committee shall review and update the Standards and Practices document by presenting changes to the membership for vote and approval.

9 Amendments

These By-Laws may be amended by an approved motion at any regular, special, or Annual Meeting of the membership, and a majority vote of the membership at any subsequent called meeting provided that advanced written notification is given of proposed By-Law changes and date of such vote.